

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

POLICE AND FIRE RETIREMENT
SYSTEM OF THE CITY OF DETROIT,
PLYMOUTH COUNTY RETIREMENT
SYSTEM, STATE-BOSTON
RETIREMENT SYSTEM, and MICHAEL
GOLDE, On Behalf of Themselves and All
Others Similarly Situated,

Plaintiffs,

v.

SAFENET, INC., ANTHONY A. CAPUTO,
KENNETH A. MUELLER, CAROLE D.
ARGO, THOMAS A. BROOKS, IRA A.
HUNT, Jr., BRUCE R. THAW, ARTHUR
L. MONEY, SHELLEY A. HARRISON
and ANDREW E. CLARK,

Defendants.

Lead Case No. 06-cv-5797 (PAC)

**REPLY DECLARATION OF WILLIAM C. FREDERICKS IN FURTHER SUPPORT OF
(A) LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION
SETTLEMENT AND PLAN OF ALLOCATION, (B) LEAD COUNSEL'S MOTION
FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF
LITIGATION EXPENSES AND (C) THE CLASS REPRESENTATIVES' REQUEST
FOR AN AWARD OF EXPENSES UNDER 15 U.S.C. § 78u-4(a)(4)**

WILLIAM C. FREDERICKS declares as follows pursuant to 28 U.S.C. §1746:

1. I am a partner of the law firm of Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), which, together with the law firm of Labaton Sucharow LLP ("Labaton Sucharow"), are the Court-appointed Lead Counsel for the certified Settlement Class in this matter. I have personal knowledge of the matters set forth herein.

2. The Court-approved Notice of Pendency and Proposed Settlement of Class Action (the “Notice”) in this matter advised Class Members that:

- (a) Any Class Member seeking to exclude him, her or itself from the Class was required to submit a written request for exclusion by mail to A.B. Data (the Court-appointed Claims Administrator), at an address specified in the Notice, so that it would be *received* by November 29, 2010 (*see* Notice at ¶ 13); and
- (b) Any Class Member wishing to object to (i) the Settlement, (ii) the Plan of Allocation, (iii) Lead Counsel’s request for an award of attorneys’ fees of up to 28.5% of the Settlement Fund and/or (iv) Lead Counsels’ request for reimbursement of expenses and Lead Plaintiffs’ respective requests for awards under 15 U.S.C. §78u-4(a)(4) in an aggregate amount not to exceed \$675,000, was required to send copies of their objection to the following entities (at the appropriate addresses specified in the Notice) so that they would be *received* by November 29, 2010:
 - a. The Clerk of the Court;
 - b. BLB&G (c/o William C. Fredericks);
 - c. Labaton Sucharow (c/o Jonathan Gardner); and
 - d. Sullivan & Cromwell LLP (c/o Richard H. Klapper and Andrew H. Reynard) (counsel for defendant SafeNet, Inc.).

See Notice at ¶¶ 17-18.

3. As set forth in the separate Supplemental Affidavit of Michelle M. LaCount, Esq., dated as of December 9, 2010, the Claims Administrator (a) has not received any objections to the proposed Settlement, the Plan of Allocation, Lead Counsel’s requested award of attorneys’ fees and expenses or the Lead Plaintiffs’ respective applications under 15 U.S.C. §78u-4(a)(4), and (b) has not received any requests for exclusion.

4. To date, BLB&G has also not received any objections or any requests for exclusion in this matter. In addition, I have confirmed by telephone with both Jonathan Gardner, Esq., of Labaton Sucharow (co-lead counsel for plaintiffs) and Andrew Reynard, Esq., of Sullivan & Cromwell (counsel for defendant SafeNet) that neither of their firms have received

any objections or requests for exclusion in this matter. In addition, I have checked the Court's docket, and there is no indication that any objections or requests for exclusion have been sent to or filed with the Clerk of the Court.

5. As stated in the Joint Declaration dated November 22, 2010, representatives of Lead Plaintiffs the Plymouth County Retirement System ("Plymouth") and the Police and Fire Retirement System of the City of Detroit ("Detroit P&F"), as well as Subclass Representative Michael Golde, Esq. (collectively, "Lead Plaintiffs"), all supported the requested fee and expense award, *id.* at ¶ 82, subject only to the following proviso with respect to Detroit P&F. As the November 22 Joint Declaration noted:

Detroit P&F's general counsel has found Lead Counsel's requested fee to be fair and reasonable, subject to approval by Detroit P&F's board of trustees. Detroit P&F's next board meeting is on November 23, 2010, which is the day after the Court-ordered date for the submission of these papers. Lead Counsel will promptly advise the Court of the board's final decision on the matter.

Id. at ¶ 82 n.7.

6. I have subsequently been advised separately by both Detroit P&F's general counsel (Ronald Zajac, Esq.) and by its Executive Secretary (Mr. Walter Stampor) that Detroit P&F's board, after discussion and review of written materials presented to it on the matter, unanimously approved – by a vote of 10-0 – Lead Counsel's requested 28.5% fee. As the Joint Declaration previously stated, Detroit P&F (like Plymouth) is a sophisticated institutional investor and experienced lead plaintiff, with a substantial interest in insuring that fees payable to Lead Counsel are duly earned and not excessive. Joint Decl. at ¶ 82. Accordingly, the considered judgment of Detroit P&F's board – as well as the views of its fellow institutional

investor, Plymouth – is a factor that weighs strongly in favor of approval of the requested 28.5% fee.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13th day of December, 2010.

A handwritten signature in black ink, appearing to read 'W.C. Fredericks', written over a horizontal line.

William C. Fredericks